A picture containing drawing

Description automatically generated**Directors Meeting 18.3.21**

**meeting number 21 - 04**

**Minutes**

|  |  |
| --- | --- |
|  | **Present** |
| **In person** **by Zoom:** Marie-Luise MacDonald (Chair - MLM) / David John Cameron (DJC) / Angela Williams (AW) / David Kirkham (DK) / Fiona Cameron (FC) / Tracy Cameron (TC) / Mia Berwick (MB) |
| **In attendance by Zoom:**  Lesley MacMaster (LM) / Becky Dacre (BD – minutes & notes) |
|  | **Apologies:** |
|  | Trustees are reminded that this meeting is confidential and may only be recorded with the consent of the chair and in the full knowledge of all participating parties. Any such recordings must be destroyed when no longer required to serve the sole interests of the charity..(Quorum of 3 trustee directors) |

| Nr |  | **Item** | **lead** |
| --- | --- | --- | --- |
|  |  | **Approval of minutes & notes of last meeting(s)** | **Chair** |
| The confidential record of meeting 21 03 and formal minutes were approved for publication FC / MLM  Remove names of new members before publication - advice from MLM /DK | |
|  |  | **Matters arising & not dealt with below** | **Chair** |
|  |  | Green Energy Advice Bureau contacted BD re prearranging price for electricity bills. After consideration, the Board agreed to pursue this next year when contracts are due for renewal (end Aug 2022). | **BD** |
|  |  | Reuse shed – The shed needs to be emptied due to recent communications from rates assessors according to F Ross. Skip hire approved & volunteers organised for coming week. BD to liaise with rates assessors once the shed is emptied. |  |
|  |  | **Financial report as at 29.1.21** The board received and noted the following summarised financial report: | **DJC** |
|  |  |
|  |  | **Correspondence** | **BD** |
| **1** Email from Mr Green: 16th March re **talk to DK** (appended below)  Draft response: approved by the board:  *I regret that I am unable to discuss any ACC related matters until Thursday 1st April, when I will no longer be a director of the company. Thereafter, any continuing role as an independent advisor may also impose some more limited constraints. Perhaps you could set out how I may assist you?* |  |
| **2** Email from Mr Green: 16th March re **Project worker post** (appended below)  **Draft response:** approved by the board:  *Your email dated 16th March was also considered by the Board on 18th and I am instructed to reply to you in the following terms.*  *The Board cannot treat any applicant in a different manner to others and therefore no information that is not already in the Public domain can be provided to you at this stage.*  *The purpose of the requested presentation was to pre-qualify each applicant as a credible candidate for the position with this charity by demonstrating "how you would develop an action plan”.  That presentation was expected to enable the Selection Panel to confidently assess and rate each applicant's relevant experience, character and ability to establish an effective and productive working relationship with all the relevant stakeholders.*  *However given the terms and tenor of your email dated 17th, the Selection Panel has concluded that it is not a realistic possibility that you could pass the required threshold to become a credible candidate for the post and therefore your application has been rejected.*  *David Kirkham*  BD to send response on 21.3.21 | **BD** |
|  |  | **3** Email from Mr Green: 17th March re **AGM** (appended below)  Draft response: Approved by the board:    *The Board has considered your email dated 17th March and I am instructed to write to you in the following terms:*    *You have not expressed yourself as writing on behalf of your wife, so it is not readily apparent what status you claim to hold that would entitle you to address the Board in this manner?  We assume therefore that you are representing Margaret who is a member?  It would be courteous to all concerned if you would obtain Margaret’s authority for any future representations that you might make on her behalf.*    *Your authoritative (sic) statement about when and how the relevant notices were posted and emailed out would appear to be based on an incorrect supposition on your part - in fact the hard copy notices were uplifted by Royal Mail on Saturday 13th and the electronic ones are dated the next day. Based upon your own lengthy and detailed logic, you should then have deduced that the meeting is duly called?  If you do not agree, please respond by return.*    *If you do agree, then the Board is reasonably apprehensive that you may have shared an incorrect and damaging assessment with other members and potential members of the Company in a manner, and in terms, that will have undoubtedly prejudiced the interests of this charity. Given your frequent reaffirmation of support for the charity’s objectives and knowledge of the obligation of every member (in this case Margaret) to “support the objects and activities of the company” the Board trusts that you will each now take all appropriate steps to withdraw any suggestion that the upcoming general meeting has not been validly called.*    *You will be aware that the formal notice documentation with regard to the subscription is accurate.*    *We look forward to your early response and confirmation.*  *Under the circumstances, this email is being copied to our member, Margaret Green*  *Signed by Administrator.*  BD to send response on 21.3.21 |  |
|  |  |  |  |
|  |  | **Membership applications/changes / board & officer appointments** | **BD** |
| Approval of new ordinary member: none |  |
|  | BD reported that the resignation of Rodney George was confirmed with Companies House on the 8.3.21. The board expressed thanks to Rodney George for his work during his term as director. |  |
|  | BD reported that Companies House have been advised of the appointment of new directors Mia Berwick & Tracy Cameron. |  |
|  |  | **Asset management -** Investment Properties – café, Na’vi & house and Community Garden. Nothing to report. | **BD** |
|  |  | **Asset transfer** | **Chair** |
| Progress with the pre-approved asset transfer by Highland Council and associated funding. MLM to contact Terry O’Neill about progress of agreement for asset transfer. |  |
| Details of presentation to be submitted to the members when seeking approval including operational budget for the first 12 months after transfer was discussed. |  |
| Consideration of associated publicity and support-generating initiatives. |  |
|  |  | Project Worker post progress: Applications received / timing & detail of interviews:  The Board noted that applicants will shortly be interviewed by the charity.  It was resolved that MLM, AW &DJ be appointed to the Selection Panel and that all directors may observe, but (for consistency of approach) should not participate in, the interviews.  The Panel is requested to report back to the Board at the earliest opportunity with their recommendations.  1 interview completed so far. Other 3 to be held next week. |  |
|  |  | **Subcommittee Reports** | |
| A | **Compliance, Governance & Financial** | **DK** |
| BD reported that the finalised and signed accounts had been posted to Companies House. Note for future: Companies House have changed regulations and ACC can now file accounts electronically. Andy Newiss (did ACC accounts this year) is leaving R A Clements and setting up own business. He has made it known that he will do accounts for ACC next year for a reduced fee. |  |
| Draft documentation for new and prospective directors. BD/DK working on this. |  |
| Strategic Plan. DK working on this. |  |
| B | **Community Centre Operations** | **DJC** |
| Reuse shed – Communication from F Ross indicating that the shed should be emptied soon. Skip hire approved and volunteers organised for 2 days when skip present. BD to liaise with rates assessors once shed is empty. |  |
| Proposed developments considered by the board: painting is continuing in the centre. Fish & Chip takeaway on alternate Fridays is successful & continuing. DJC hoping centre will open in June.  Video – Approved with thanks by the board – to be posted on website. |  |
| Discussion of proposal to approve an operational budget for the first 6 months of 2021 (prior to asset transfer). |  |
| C | **Play Park project** | **FC** |
| Progress with the pre-approved asset transfer by Highland Council and associated funding – no progress with design options with Scotplay. FC has asked Highland Council (David Lamont) for advice on maintenance schedules etc. FC has done presentation about play park for AGM.  Video – Approved with thanks by the board – to be posted on website |  |
|  | Details of presentation to be submitted to the members when seeking approval including explanation of the lack of any operational budget for the first 12 months after transfer. |  |
|  | Consideration of associated publicity and support-generating initiatives on hold till member approval at AGM. |  |
|  |  | **Project – defibrillator** |  |
|  | Adult pads have been purchased and are being kept in office until expiry date of existing ones with defib. BD to replace as needed. Pedi pads (ones for children) have been purchased and are now in defib cabinet.  Possible alternative uses for phone box discussed: Seed swap/tourist info/recycling milk bottles/books.  Board agreed to sign round top of phone box to show ACC own box. BD to progress. |  |
|  |  | **Grants & Charity Fund raising -** consideration of offers of donations to the charity (if any) & inviting Gift Aid donations | **AW** |
|  |  | **Member General Meeting –** Consideration of practicalities of ‘zoom’ meetings / BD to do follow up email to encourage members to return forms / run through beforehand (meeting on 25th 19.30) / investigate voting method.  Post GM meeting agenda**:** to include electing chair / appointing new officers / appointing subcommittee chairs / work on new constitution |  |
|  |  | **Risk evaluation & monitoring**  The Board considered that there were no material changes in the circumstances in which the charity is operating and that the current policies remain appropriate and adequate. |  |
|  |  | **AOB –** Reuse van future to bediscussed after AGM / April.  SCIO – suggested by DK – to investigate next year if good idea.  BD to encourage proxy votes to be returned from directors. |  |
|  |  | **Date of next meeting** |  |
| the next meeting was set for 19:30 on 25th and the meeting closed at 21.25 |  |

|  |  |  |  |
| --- | --- | --- | --- |
| **documents to append:** | | |  |
|  |  | Email from Mr Green 16th March: |  |

|  |  |
| --- | --- |
|  | Email from A Green 17th March  Thank you for the notice of the AGM and accompanying details.  Unfortunately the meeting cannot validly be held on 30 March as the requisite notice has not been given, whilst the notice is undated it was actually sent out, partly by email and partly by post, on March 15. In this case the 48 hour rule would normally apply so the first day of notice would be therefore Thursday 18 March and the fourteenth day of notice would be 31 March and the earliest date on which the meeting could be validly be held becomes 1 April, however, Article 51 of the current constitution overrides this by one day to bring the first valid date of a meeting to March 31.    When reissuing the documents you may also wish to correct the mis-statement of the subscription rather than leave any impression that voting may have been influenced by your overstatement of the annual amount by a factor of 10, and in addition inform ordinary members that I offered to fund their subscriptions for the current year but that offer was rejected by the board.    Regards  Andrew Green |